

MERYLLION RESOURCES CORPORATION

Notice of Annual General and Special Meeting of Shareholders

October 27, 2020

NOTICE IS HEREBY GIVEN that an annual general and special meeting of the shareholders of Meryllion Resources Corporation (the “**Company**”) will be held on Tuesday, October 27, 2020 at 10:00 a.m. (Eastern time) (the “**Meeting**”), for the following purposes:

1. to receive the audited consolidated financial statements for the year ended September 30, 2019, together with the auditor’s report thereon;
2. to set the number of directors at three for the ensuing year;
3. to elect directors for the ensuing year;
4. to appoint Clearhouse LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
5. to consider and, if deemed advisable, pass, with or without variation, a special resolution, substantially in the form which is annexed as Schedule B to the accompanying Management Information Circular, authorizing and approving an amendment to the articles of incorporation of the Company to consolidate the issued and outstanding common shares of the Company on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares;
6. to consider and, if deemed advisable, pass, with or without variation, a special resolution (the “**Continuance Resolution**”), substantially in the form which is annexed as Schedule C to the accompanying Management Information Circular, authorizing and approving the continuance of the Company out of British Columbia and into Canada under the federal *Canada Business Corporations Act* (the “**Continuance**”); and
7. to transact such other business as may properly be put before the Meeting or any adjournment or adjournments thereof.

To mitigate risks to the health and safety of our communities, shareholders, and other stakeholders, and although the effects of COVID-19 may stabilize and governmental and public authorities may ease restrictions in the upcoming weeks, we will hold the meeting remotely via teleconference only in accordance with the instructions provided below. We encourage shareholders to vote in advance of the meeting and utilize the teleconference meeting to attend to the meeting.

Shareholders will be able to attend the meeting remotely via teleconference, at 10:00 a.m. (Eastern Time) on October 27, 2020, by following the instructions below. We encourage you to vote in advance of the meeting. Please register at least 15 minutes in advance of the meeting, once registered you will receive an email that will allow you to join the conference.

Link: <https://zoom.us/j/99708340841>
Meeting ID: 997 0834 0841

<p>One tap mobile:</p> <p>+14388097799,,99708340841# Canada</p> <p>+15873281099,,99708340841# Canada</p>	<p>Dial by your location:</p> <p>+1 438 809 7799 Canada</p> <p>+1 587 328 1099 Canada</p> <p>+1 647 374 4685 Canada</p> <p>+1 647 558 0588 Canada</p> <p>+1 778 907 2071 Canada</p> <p>+1 204 272 7920 Canada</p> <p>Meeting ID: 997 0834 0841</p> <p>Find your local number:</p> <p>https://zoom.us/j/99708340841</p>
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In the current context, taking into account the rapidly evolving public health crisis, the Company believes that the Meeting format described above provides a sound and practical approach whereby shareholders will have the ability to attend the meeting remotely and ask questions to management, while minimizing the health and safety risks to the Company’s directors, officers and stakeholders.

Only persons registered as shareholders on the records of the Company as of the close of business on September 14, 2020 (the “**Record Date**”) are entitled to receive notice of, and to vote or act at, the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

The Company has decided to use the notice and access model (“**Notice and Access**”) provided for under National Instrument 54-101 – *Communication with Beneficial Owners of Securities* for the delivery of the Management Information Circular, the Financial Statements and related Management’s Discussion and Analysis (collectively, the “**Meeting Materials**”) to shareholders for the Meeting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs. Specifically, shareholders may access the Meeting Materials either through the Company’s SEDAR profile at www.sedar.com or through www.envisionreports.com/MeryllionAGSM2020.

Shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Management Information Circular was filed on SEDAR. Shareholders wishing to obtain printed copies of the Meeting Materials prior to the Meeting or who wish to receive more information on the Notice and Access system must do so no later than five business days in advance of the proxy deposit date and Meeting date. Shareholders may make their request by calling (i) 1-866-962-0498 within North America or (ii) 1-514-982-8716 from outside of North America, and entering the control number as indicated on the proxy or voting information form.

Please complete and sign the enclosed form of proxy and deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A shareholder may also vote using the internet at www.investorvote.com or by telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 10:00 a.m. (Eastern Time) on October 23, 2020 or be deposited with the Secretary of the Company before the commencement of the meeting or any adjournment thereof.

The Company urges shareholders to review the accompanying Management Information Circular before voting.

Pursuant to Section 238 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”), shareholders are entitled to exercise rights of dissent in respect of the proposed Continuance and require the Company to purchase all of their shares in respect of which the notice of dissent was given. Holders of shares wishing to dissent with respect to the Continuance must send a written objection to the Company’s legal counsel, Dunton Rainville LLP, at 800 Square-Victoria, 43rd Floor, Place Victoria, P.O. Box 303, Montreal, Quebec, H4Z 1H1 (Attention: Michael Kozub) prior to the time of the Meeting, such that the written objection is received no later than 10:00 am (Eastern Time) on October 23, 2020 or by 10:00 am (Eastern Time) on the day that is at least two days prior to the date on which any adjournment of the Meeting is held, in order to be effective. This right of dissent is described in more detail in the accompanying Management Information Circular, and the text of Sections 237 to 247 of the BCBCA is reproduced in Schedule D thereto.

Failure to strictly comply with the requirements set forth in sections 237 to 247 of the BCBCA in respect of the Continuance Resolution may result in the loss of any right of dissent. Persons who are beneficial owners of shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered holders of such shares are entitled to dissent. Accordingly, a beneficial owner of shares desiring to exercise the right of dissent must make arrangements for the shares beneficially owned to be registered in their name prior to the time the notice of dissent to the Continuance Resolution as aforesaid is required to be received by the Company or, alternatively, make arrangements for the registered holder of such shares to dissent on their behalf.

DATED the 17th day of September, 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

“Jeremy Edelman” (signed)

Jeremy Edelman, Chief Executive Officer